

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

JON RAHN,)	No. 09-cv-11267-GAO
Plaintiff,)	
v.)	
)	
GENZYME CORPORATION and HENRI A.)	
TERMEER,)	
)	
Defendants.)	
)	
VIVIAN OH,)	No. 09-cv-11299-GAO
)	
Plaintiff,)	
v.)	
)	
GENZYME CORPORATION and HENRI A.)	
TERMEER,)	
)	
Defendants.)	
)	

**STIPULATION AND ORDER
REGARDING CASE MANAGEMENT ISSUES**

WHEREAS, by Order dated November 13, 2009, this Court consolidated the above-captioned cases for all purposes and appointed Deka International S.A. Luxemburg, the City of Edinburgh Council as Administering Authority of the Lothian Pension Fund, and the Government of Guam Retirement Fund as Lead Plaintiffs in the consolidated action, and

WHEREAS counsel for Lead Plaintiffs and defendants have conferred regarding the management of the consolidated action and agreed upon the terms hereof,

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court,
that:

1. All future filings in the consolidated action shall bear the following caption:

_____)	
IN RE GENZYME CORP.)	Consolidated
SECURITIES LITIGATION)	No. 09-cv-11267 (GAO)
_____)	

2. All documents filed to date in either of the cases consolidated herein are deemed a part of the record in the consolidated action.

3. Defendants shall not be required to answer, move, or otherwise respond to the complaints that have been filed to date in the above-captioned actions.

4. Lead Plaintiffs shall file a consolidated complaint on or before March 1, 2010, which shall be the operative complaint in the consolidated action.

5. Defendants shall answer, move, or otherwise respond to the consolidated complaint on or before May 10, 2010.

6. Each new case arising out of or relating to the same facts and claims alleged in this consolidated action, which is hereafter filed in this District or transferred to this District, shall be consolidated with the consolidated action and this Order shall apply thereto, unless a party objecting to consolidation or to any provision of this Order, within ten (10) days after the date upon which a copy of this Order is mailed to counsel for that party, by filing an application for relief from this Order or any provision herein and this Court deems it appropriate to grant the application. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

7. If an action arising out of or relating to the same facts and claims alleged in this consolidated action is hereafter filed in or transferred to this District, the Clerk of this Court shall promptly:

- a. File a copy of this Order in the separate file for such action;
- b. Mail a copy of this Order to counsel for the plaintiff(s) in the newly filed or transferred case;
- c. Upon the first appearance of any new defendant(s) in the newly filed or transferred case, mail a copy of this Order to counsel for such new defendant(s); and
- d. Make the appropriate entry(ies) on the docket of the consolidated action to indicate that the Order has been mailed as set forth above.

8. Counsel for the parties in this consolidated action shall notify the Clerk of this Court of the filing or transfer of any case that might properly be consolidated into this consolidated action.

By: /s/ Jeffrey C. Block
Jeffrey C. Block, BBO# 600747
BERMAN DEVALERIO
One Liberty Square
Boston, MA 02109
Telephone: (617) 542-8300
Facsimile: (617) 542-1194
Liaison Counsel for Lead Plaintiffs and the Class

Jay W. Eisenhofer
Megan D. McIntyre (*pro hac vice*)
Frank Karam (*pro hac vice*)
GRANT & EISENHOFER P.A.
1201 N. Market St.
Wilmington, DE 19801
Telephone: (302) 622-7000
Facsimile: (302) 622-7100
Co-Lead Counsel for Lead Plaintiff and the Class

William C. Fredericks
Ann Lipton
Noam Mandel
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
1285 Avenue of the Americas
New York, NY 10019
Telephone: (212) 554-1400
Facsimile: (212) 554-1444
Co-Lead Counsel for Lead Plaintiff and the Class

By: /s/ Robert G. Jones
John D. Donovan, Jr., BBO #130950
Robert G. Jones, BBO #630767
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
Telephone: (617) 951-7000
Facsimile: (617) 951-7050
Counsel for Defendants Genzyme Corp. and Henri Termeer

IT IS SO ORDERED, this 19th day of February, 2010.

/s/ George A. O'Toole, Jr.
United States District Judge